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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

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AZ CORP COMMISSION
DOCKET CONTROL

Arizona Corporation Commission

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APR 23 2010

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IN THE MATTER OF:

GOLDMAN, SACHS & CO.

RESPONDENT.

DOCKET NO. S-03533A-10-0110

PROCEDURAL ORDER
GRANTING ADMISSION
PRO HAC VICE

BY THE COMMISSION:

On April 22, 2010, pursuant to Arizona Supreme Court Rule 38(a), Michael J. Farrell, an attorney with Jennings, Strouss & Salmon, P.L.C. filed with the Arizona Corporation Commission ("Commission") a Motion to Associate Counsel Pro Hac Vice for Stephanie G. Wheeler of Sullivan & Cromwell LLP in the above-captioned matter ("Motion"), on behalf of Respondent, Goldman, Sachs & Co. The Motion lists Mr. Farrell as the designated member of the Arizona State Bar with whom communications may be made and upon whom papers should be served. Attached to the Motion is a copy of the Application for Appearance Pro Hac Vice filed with the State Bar of Arizona for Ms. Wheeler; a copy of her certificate of good standing from the jurisdiction in which she has been admitted to practice law; and a copy of the Notice of Receipt of Complete Application from the State Bar of Arizona.

On April 23, 2010, the Commission's Securities Division filed its response to the Motion indicating that it has no objection to the admission of Ms. Wheeler as counsel *pro hac vice* in this matter.

In the discretion of the Commission, Stephanie G. Wheeler should be permitted to appear and participate in the above-captioned matter on behalf of Respondent, Goldman, Sachs & Co.

IT IS THEREFORE ORDERED that Stephanie G. Wheeler shall be admitted *pro hac vice* in the above-captioned matter.

1 IT IS FURTHER ORDERED that the address for service of papers and other communications
2 for Ms. Wheeler shall be:

3 Stephanie G. Wheeler
4 SULLIVAN & CROMWELL LLP
5 125 Broad Street
6 New York, NY 10004

7 IT IS FURTHER ORDERED that the address for service of papers and other communications
8 for the Arizona-licensed attorney shall be:

9 Michael J. Farrell
10 JENNINGS, STROUSS & SALMON, P.L.C.
11 The Collier Center, 11th Floor
12 201 East Washington Street
13 Phoenix, AZ 85004-2385

14 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
15 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
16 Rules of the Arizona Supreme Court). Representation before the Commission includes the obligation
17 to appear at all hearings and procedural conferences, as well as all Open Meetings for which the
18 matter is scheduled for discussion, unless counsel has previously been granted permission to
19 withdraw by the Administrative Law Judge.

20 DATED this 23rd day of April, 2010.

21 


22 DWIGHT D. NODES
23 ASSISTANT CHIEF ADMINISTRATIVE LAW JUDGE

24 Copies of the foregoing mailed/delivered
25 this 25th day of April, 2010 to:

26 Stephanie G. Wheeler
27 SULLIVAN & CROMWELL LLP
28 125 Broad Street
New York, NY 10004
Counsel Pro Hac Vice for Goldman, Sachs & Co.

Matt Neubert, Director
Securities Division
ARIZONA CORPORATION COMMISSION
1300 West Washington Street
Phoenix, AZ 85007

Michael J. Farrell
JENNINGS, STROUSS & SALMON, P.L.C.
The Collier Center, 11th Floor
201 East Washington Street
Phoenix, AZ 85004-2385
Attorneys for Goldman, Sachs & Co.

By: 
Debra Broyles
Secretary to Dwight D. Nodes